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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Tianjin Binhai Teda Logistics (Group) Corporation Limited\*, you should at once hand this circular to the purchaser or the transferees or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee(s).

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天津濱海泰達物流集團股份有限公司

**Tianjin Binhai Teda Logistics (Group) Corporation Limited\***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 8348)

**(1) PROPOSED APPOINTMENT OF SUPERVISOR**

**AND**

**(2) SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A supplemental notice convening the Extraordinary General Meeting of Tianjin Binhai Teda Logistics (Group) Corporation Limited\* to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC on Monday, 12 November 2018 at 9:30 a.m. is set out on pages 5 to 7 of this circular.

A revised form of proxy for use at the Extraordinary General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tbtl.cn](http://www.tbtl.cn)). Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete and return the enclosed revised form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of the revised form of proxy will not preclude you from attending the Extraordinary General Meeting and voting in person if you so wish.

This circular will remain on the "Latest Company Announcement" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) and on the Company's website at [www.tbtl.cn](http://www.tbtl.cn) for at least 7 days from the date of its publication.

12 October 2018

\* For identification purposes only

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities trade on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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天津濱海泰達物流集團股份有限公司  
**Tianjin Binhai Teda Logistics (Group) Corporation Limited\***  
*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 8348)

*Executive Director:*

Mr. Yang Weihong (*Chairman of the Board*)

*Non-executive Directors:*

Ms. Peng Bo

Miss. Tse, Theresa Y Y

Mr. Yang Xiaoping

Mr. Zheng Yuying

*Independent non-executive Directors:*

Mr. Cheng Xinsheng

Mr. Japhet Sebastian Law

Mr. Zhou Zisheng

*Registered office and principal place  
of business in the PRC:*

No. 39, Bohai Road  
Tianjin Economic and  
Technological Development Zone  
Tianjin  
The PRC

*Principal place of business in Hong Kong:*

Unit B, 1st Floor, Neich Tower,  
128 Gloucester Road,  
Wanchai, Hong Kong

*Hong Kong share registrar and transfer office:*

Computershare Hong Kong Investor  
Services Limited  
17M Floor  
Hopewell Centre,  
183 Queen's Road East  
Wanchai, Hong Kong

12 October 2018

*To the Shareholders*

Dear Sir or Madam,

### **(1) PROPOSED APPOINTMENT OF SUPERVISOR**

**AND**

### **(2) SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **1. INTRODUCTION**

This circular should be read together with the circular to the Shareholders dated 23 August 2018 (the “**Circular**”). The purpose of this circular is, inter alia, to provide you with information regarding the ordinary resolution to be proposed at the Extraordinary General Meeting to approve the proposed appointment of the shareholder supervisor (the “**Resolution**”); and to give you a supplemental notice of the Extraordinary General Meeting and to seek your approval of the abovementioned resolution to be proposed thereat.

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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Unless otherwise defined, capitalised terms used in this circular shall have the same meaning as defined in the Circular.

### 2. PROPOSED APPOINTMENT OF SUPERVISOR

Reference is made to the announcement of the Company dated 12 October 2018. Mr. Wang Rui (“**Mr. Wang**”) has resigned as a supervisor of the Company (“**Supervisor**”) due to personal work arrangements. The resignation of Mr. Wang will take effect upon the appointment of new Supervisor of the Company.

In order to fill the vacancy of Supervisor arising from the resignation of Mr. Wang, the supervisory committee of the Company (the “**Supervisory Committee**”) recommended Mr. Han Wanjin (“**Mr. Han**”) to be appointed as the Supervisor of the fourth session of the Supervisory Committee of the Company subject to approval of the Shareholders at the Extraordinary General Meeting.

Biographical details and information relating to Mr. Han pursuant to Rule 17.50(2) of the GEM Listing Rules are set out hereunder.

**Mr. Han Wanjin**, aged 52, a postgraduate, senior economist. He was the office secretary and deputy director of Tianjin Harbour Second Stevedoring Company Limited, head of office department of Tianjin Port (Group) Company Limited, deputy director of the chairman’s office of Tianjin Port Holdings Company Limited (Stock code: 600717, Shanghai Stock Exchange). He is currently a director at the Tianjin Representative Office of Tianjin Port Development Holdings Limited (Stock code: 3382, the Stock Exchange).

Subject to the passing of the Resolution at the Extraordinary General Meeting and in accordance with the Articles, it is proposed that the appointment of Mr. Han as a Supervisor will take effect immediately upon the passing of the Resolution at the Extraordinary General Meeting. The Company proposes to enter into a service agreement with Mr. Han for a term starting from the date of the passing of the Resolution in the Extraordinary General Meeting until the expiry of the term of the then session of the Supervisory Committee. Mr. Han confirmed that he forego his right to receive any emolument for being a Supervisor.

Save as disclosed herein, as at the date of this circular, Mr. Han has confirmed that he (i) does not hold any other positions in the Company or its subsidiaries and has not held any directorship in any listed companies in Hong Kong or overseas in the past three years; (ii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iii) does not have any interest in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information in respect of Mr. Han that needs to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules and there is no other matter in respect of the above proposed appointment that needs to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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### 3. EXTRAORDINARY GENERAL MEETING

The supplemental notice of the Extraordinary General Meeting is set out on pages 5 to 7 of this circular. At the Extraordinary General Meeting, resolution will be proposed to approve, inter alia, the appointment of Mr. Han as Supervisor.

A revised form of proxy ("**Revised Proxy Form**") for use at the Extraordinary General Meeting is enclosed with this circular and such Revised Proxy Form is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.tbtl.cn](http://www.tbtl.cn)). Whether or not you intend to attend the Extraordinary General Meeting, you are requested to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Extraordinary General Meeting or any adjournment thereof (as the case may be) ("**Closing Time**").

If you have not yet lodged the proxy form accompanying the Circular ("**First Proxy Form**") with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited ("**Share Registrar**"), you are required to lodge the Revised Proxy Form if you wish to appoint proxy(ies) to attend the Extraordinary General Meeting on your behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

If you have already lodged the First Proxy Form with the Share Registrar, you should note that:

- (i) If no Revised Proxy Form is lodged with the Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by you. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Extraordinary General Meeting except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) If the Revised Proxy Form is lodged with the Share Registrar before the Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by you. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (iii) If the Revised Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Share Registrar.

Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Share Registrar before the Closing Time.

Completion and return of the First Proxy Form and/or the Revised Proxy Form shall not preclude you from attending the Extraordinary General Meeting and voting in person if you so wish. According to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll.

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## LETTER FROM THE BOARD

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#### 4. RECOMMENDATION

The Directors and Supervisors are of the view that the proposed appointment of Mr. Han as a Supervisor is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors and Supervisors recommend the Shareholders to vote in favour of the resolution as set out in the supplemental notice of the Extraordinary General Meeting.

Yours faithfully,

By order of the Board

天津濱海泰達物流集團股份有限公司

**Tianjin Binhai Teda Logistics (Group) Corporation Limited\***

**Yang Weihong**

*Chairman*

\* *For identification purposes only*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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天津濱海泰達物流集團股份有限公司  
**Tianjin Binhai Teda Logistics (Group) Corporation Limited\***  
*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 8348)

### SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of the extraordinary general meeting of Tianjin Binhai Teda Logistics (Group) Corporation Limited\* (the “**Company**”) dated 23 August 2018 (the “**Former EGM Notice**”) which sets out the resolutions to be considered by shareholders at the extraordinary general meeting to be held at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the People's Republic of China on Monday, 12 November 2018 at 9:30 a.m. (the “**EGM**”).

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the EGM, which will be held as originally scheduled, will consider and, if thought fit, pass the following ordinary resolution in addition to the resolutions set out in the Former EGM Notice:

#### ORDINARY RESOLUTION

2. To consider and approve the election of Mr. Han Wanjin as a supervisor of the Company for a term starting from the passing of the resolution in the EGM until the expiry of the term of the then session of the supervisory committee of the Company, and to authorize the board of directors of the Company (“**Board**”) to enter into a service agreement with him at and subject to the terms and conditions deemed appropriate by the Board and to take all necessary actions and things to execute these arrangements.

By order of the Board  
天津濱海泰達物流集團股份有限公司  
**Tianjin Binhai Teda Logistics (Group) Corporation Limited\***  
Yang Weihong  
Chairman

Tianjin, the PRC  
12 October 2018

\* For identification purpose only



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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Notes:

- (i) A shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Shareholder. A form of proxy for use at the EGM is enclosed herewith. In the case of joint holders of any domestic share(s) (“**Domestic Share(s)**”) or H share(s) (“**H Shares**”) of the Company (collectively, “**Share(s)**”), only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share at the EGM, and this notice shall be deemed to be given to all joint holders of such Share.
- (ii) To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s H share registrar, Computershare Hong Kong Investor Services Limited (“**Share Registrar**”) at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and in case of holders of Domestic Shares, to the Company’s mailing address at No. 39, Bohai Road, Tianjin Economic and Technological Development Zone, Tianjin, the PRC, not later than 24 hours before the time appointed for holding the EGM or any adjournment thereof or the time appointed for passing the resolution (“**Closing Time**”). Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

**IMPORTANT:** A Shareholder who has not yet lodged the proxy form which was sent together with the notice of EGM dated 23 August 2018 (“**First Proxy Form**”) with the Share Registrar is required to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend the EGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) If no Revised Proxy Form is lodged with the Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) If the Revised Proxy Form is lodged with the Share Registrar before the Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (iii) If the Revised Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Share Registrar before the Closing Time.

Capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 23 August 2018.

*As at the date of this notice, the Board comprises of Mr. Yang Weihong as executive Director; Ms. Peng Bo, Miss Tse, Theresa Y Y, Mr. Yang Xiaoping and Mr. Zheng Yuying as non-executive Directors; and Mr. Cheng Xinsheng, Mr. Japhet Sebastian Law and Mr. Zhou Zisheng as independent non-executive Directors.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this notice or any statement herein misleading.*

*This notice will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for 7 days from the date of its posting. This notice will also be posted on the Company’s website at [www.tbitl.cn](http://www.tbitl.cn).*